

8654  
-F  
**ITEL**  
CORPORATION

RECORDATION NO. 8654-F Filed 1425

JUL 25 1979 8 45 AM

INTERSTATE COMMERCE COMMISSION  
July 20, 1979

3-206A020

JUL 25 1979

The Honorable H. G. Homme  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission is the original and two executed counterparts of an Acknowledgement in Connection with Assignment of Lease and Agreement dated as of July 20, 1979 between ITEL Corporation, One Embarcadero Center, San Francisco, California 94111 and Citibank, N.A., 111 Wall Street, New York, New York 10005 covering the following railroad equipment:

Thirty-three (33) 50' 6" XM boxcars presently bearing the identifying numbers CAD 1117-1149 (inclusive).

This Acknowledgement in Connection with Assignment of Lease and Agreement dated as of July 20, 1979, acknowledges that Citibank received no interest in the above described equipment pursuant to the Assignment of Lease and Agreement filed with the Interstate Commerce Commission at 4:10 PM on May 29, 1979 under recordation number 8654 E.

Also enclosed is our check in the amount of ten dollars (\$10.00) payable to the Interstate Commerce Commission, being the prescribed fee for recording the enclosed document.

Please stamp and return to Mr. Allen Harrison, Esq. of the law firm of Wilmer, Cutler and Pickering, Washington, D.C. both the enclosed counterparts of the Agreement and of this letter.

Very truly yours,

*Gregory K. Hinckley*  
Gregory K. Hinckley  
Director of Finance

RECEIVED  
I.C.C.  
JUL 25 8 41 AM '79

RECEIVED  
JUL 25 8 41 AM '79

RECEIVED

GKH/wk

Interstate Commerce Commission  
Washington, D.C. 20423

7/25/79

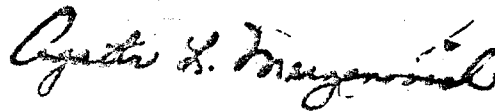
OFFICE OF THE SECRETARY

Gregory K. Hinckley  
Director of Finance  
Intel Corp.  
Two Embarcadero Center  
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/25/79 at 8:45am, and assigned recordation number(s). 8654-F

Sincerely yours,



Secretary

Enclosure(s)

SE-30  
(3/79)

8654-F

RECORDATION NO. 8654 Filed  
JUL 25 1979 - 8 45 /  
INTERSTATE OF  
COMMERCE COMMISSION

ACKNOWLEDGEMENT IN CONNECTION WITH ASSIGNMENT OF  
LEASE AND AGREEMENT dated as of July 20, 1979 (hereinafter  
referred to as this "Acknowledgement") by and between Itel  
Corporation, a Delaware Corporation (together with its  
successors and assigns being hereinafter referred to as  
"Itel") and Citibank, N.A., as Trustee, a National Banking  
Association, incorporated and existing under the laws of the  
United States of America (hereinafter referred to as the  
"Trustee").

WHEREAS, pursuant to the Equipment Trust Agreement  
dated as of November 1, 1978 (the "Agreement"), Itel has  
executed an Assignment of Lease and Agreement dated as of  
May 29, 1979 (hereinafter referred to as the "Assignment")  
assigning to the Trustee certain of Itel's rights under a  
Lease of Equipment (as defined in the Agreement) dated as  
of November 10, 1976 with the Cadiz Railroad, as amended  
(the "Lease") but only insofar as such Lease relates  
to the leasing of Trust Equipment (as defined in the Agree-  
ment);

WHEREAS, Annex A to the Assignment lists certain  
units of Equipment which neither have been nor are Trust  
Equipment;

NOW THEREFORE, the parties agree as follows:

1. The Trustee acknowledges that it has received no  
right, title or interest in the Lease pursuant to the  
Assignment with respect to the following units:

CAD 1117 - 1149

2. This Acknowledgement shall be governed by the laws  
of the State of New York, but the parties shall be entitled  
to all rights conferred by the laws of the United States  
permitting filing with the Interstate Commerce Commission.

ITEL CORPORATION

BY Gregory K. Winkley  
Director of Finance

(Seal)

Attest:

E. C. Wink  
Asst Secy

CITIBANK, N.A., as Trustee

BY

[Signature]

E. PARETS, Senior Trust Officer

(Seal)

Attest:

[Signature]  
ENZO L. CARBOCCI TRUST OFFICER

State of New York                    )  
  ) ss:  
County of New York                 )

On this 20<sup>th</sup> day of July, 1979, before me personally appeared Gregory K. Hinckley, to me personally known, who, being by me duly sworn, says that he is a Director of Finance of Itel Corporation, that one of the seals affixed to the foregoing instrument is the seal of said corporation and the said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tina A. Klapatosk  
Notary Public

TINA A. KLAPATOSK  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 60-4399815, Qual. in Westchester Co.  
Certificate Filed in New York Co. 7  
Commission Expires March 30, 1981

(Notarial Seal)

My Commission Expires

State of New York                    )  
  ) ss:  
County of New York                 )

On this 20<sup>th</sup> day of July, 1979, before me personally appeared E. Parets, to me personally known, who, being by me duly sworn, says that he is a SENIOR TRUST OFFICER of Citibank, N.A., a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Alice M. Shaw  
Notary Public

ALICE H. SHAW  
Notary Public, State of New York  
No. 24-4646218  
Qualified in Kings County  
Cert. filed in New York County  
Term Expires March 30, 1981

(Notarial Seal)

My Commission Expires